

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**MARK E. FELGER (MF9985)**  
**JERROLD N. POSLUSNY, JR. (JP7140)**  
**COZEN O'CONNOR**  
LibertyView, Suite 300  
457 Haddonfield Road  
Cherry Hill, NJ 08002  
(856) 910-5000  
Proposed Attorneys for the Debtors

In re:

SHAPES/ARCH HOLDINGS L.L.C., et al.,  
  
Debtors.

Case No. 08-

Judge:

Chapter: 11

Recommended Local Form:

☒ Followed

☐ Modified

**APPLICATION FOR RETENTION OF COZEN O'CONNOR  
AS ATTORNEYS FOR THE DEBTORS**

1. The applicants, Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), Shapes L.L.C. ("Shapes"), Delair L.L.C. ("Delair"), Accu-Weld L.L.C. ("Accu-Weld") and Ultra L.L.C. ("Ultra", and with Shapes/Arch, Shapes, Delair and Accu-Weld, collectively, the "Debtors"), by and through Steven Grabell, CEO of Shapes/Arch and Shapes, are the

☐ Trustee:

☐ Chap. 7

☐ Chap. 11

☐ Chap. 13

☒ Debtors:

☒ Chap. 11

☐ Chap. 13

☐ Official Committee of \_\_\_\_\_

2. The Applicants seek to retain the following professional, Cozen O'Connor ("CO"), to serve as:

☒ Attorney for:

☐ Trustee

☒ Debtors-in-Possession

- ☐ Official Committee of \_\_\_\_\_
- ☐ Accountant for:    ☐ Trustee                      ☐ Debtor-in-Possession
- ☐ Official Committee of \_\_\_\_\_
- ☐ Other Professional:
- ☐ Realtor    ☐ Appraiser                      ☐ Special Counsel
- ☐ Auctioneer ☐ Other (specify): \_\_\_\_\_

3.        The employment of the professional is necessary because: On this date, the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code. The Debtors believe that the retention of CO, as attorneys for the Debtors, is necessary to enable the Debtors to execute faithfully their duties and responsibilities in these cases.

4.        The professional has been selected because: of CO's familiarity with the Debtors' businesses having represented the Debtors for many years; CO's experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code; and its expertise, experience, and knowledge in dealing with issues confronting businesses in the Debtors' industry; and particularly because of its general familiarity with the practice and procedure before the Courts in the District of New Jersey. Further, your applicants believe that said firm is well qualified to represent the Debtors as attorneys in these proceedings.

5.        The professional services to be rendered are as follows:
- (a)        Advising the Debtors with respect to their powers and duties as a debtors-in-possession;
  - (b)        Preparing applications, motions, pleadings, briefs, memoranda and other documents and reports as may be required;
  - (c)        Representing the Debtors in Court;
  - (d)        Representing the Debtors in its dealings with creditors;

- (e) Representing the Debtors in negotiating, drafting, confirming and consummating a plan of reorganization;
- (f) Representing the Debtors in the investigation of potential causes of action under the Bankruptcy Code; and
- (g) Performing such other services as may be necessary or appropriate.

6. The proposed arrangement for compensation is as follows: Subject to Court approval, CO will seek compensation based upon its customary hourly rates in effect from time to time as set forth below, plus reimbursement of actual, necessary expenses incurred by CO. CO has received a retainer of \$180,227.67 on account of the services which it anticipates rendering to the Debtors pursuant to this engagement. The retainer is being held as an “evergreen” retainer to be applied against amounts due under CO’s final fee application. The attorneys and assistants who will be responsible for the representation of the Debtors and their current hourly rates are as follows:

Arthur J. Abramowitz (member)	\$580 per hour
Mark E. Felger (member)	\$525 per hour
Jerrold N. Poslusny, Jr. (member)	\$375 per hour
Debbie Reyes (paralegal)	\$195 per hour
Maryann Millis (paralegal)	\$185 per hour

These hourly rates are CO’s hourly rates for work of this nature and are subject to periodic adjustments to reflect economic and other conditions. Other attorneys employed by CO may, from time to time, serve the Debtors in connection with this case.

7. To the best of the applicants’ knowledge, the professional's connection with the debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☐ None

☒ Describe connection: Please see the Certification of Jerrold N. Poslusny, Jr. submitted in support of this Application.

8. To the best of the applicant's knowledge, the professional (check all that apply):

☒ does not hold an adverse interest to the estate.

☒ does not represent an adverse interest to the estate.

☒ is a disinterested person under 11 U.S.C. § 101(14).

☒ does not represent or hold any interest adverse to the debtors or the estates with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☒ Other; explain: From time to time, CO may represent, or may have represented the Debtors' account debtors, creditors or interest holders of Debtors in matters unrelated either to the Debtors' cases or to those entities' transactions or dealings with the Debtors. CO has conducted a thorough conflict check and has determined that no conflict exists, as more fully described in the Certification of Jerrold N. Poslusny, Jr., submitted in support of this Application. In the event a potential conflict is discovered, this Application will be updated.

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows: N/A

WHEREFORE, the applicants respectfully request authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may hereafter determine and allow.

Date: March 16 2008

  
Signature of Applicant

Steven Grabell  
Name of Applicant